

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

IN RE PHARMACEUTICAL INDUSTRY
AVERAGE WHOLESAL PRICE
LITIGATION

MDL. No. 1456

CIVIL ACTION: 01-CV-12257-PBS

Judge Patti B. Saris

THIS DOCUMENT RELATES TO ALL
ACTIONS

PLAINTIFFS' MOTION FOR LEAVE TO FILE UNDER SEAL

Plaintiffs, by their attorneys, respectfully move this Court for leave to file the Memorandum in Support of their Motion to Compel and for Finding that Documents and Testimony Related to AstraZeneca's Pricing, Marketing, and Sales of its Products are not Protected by the Attorney-Client Privilege ("Memorandum"), under seal.

1. Pursuant to Paragraph 14 of the Protective Order (Dec. 13, 2002), the parties may designate deposition testimony as "CONFIDENTIAL" or "HIGHLY CONFIDENTIAL."

Within thirty (30) days of receipt of the transcript, the deponent and/or his or her counsel may redesignate or remove such designation from the transcript.

2. Plaintiffs' Memorandum cites to and quotes the transcripts of one of AstraZeneca's Rule 30(b)(6) deponents, John Freeberry.

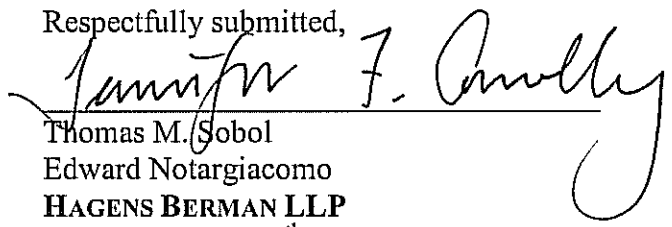
3. Additionally, Plaintiffs' Response cites to a number of documents produced by AstraZeneca that bear the designation CONFIDENTIAL or HIGHLY CONFIDENTIAL.

4. Because of AstraZeneca's counsel's designation of the cited documents and Freeberry transcript as HIGHLY CONFIDENTIAL, plaintiffs respectfully request leave to file

their Memorandum under seal (and have done so contemporaneously with the filing of this motion).

WHEREFORE plaintiffs respectfully request that this Court grant them leave to file their Memorandum in Support of their Motion to Compel and for Finding that Documents and Testimony Related to AstraZeneca's Pricing, Marketing, and Sales of its Products are not Protected by the Attorney-Client Privilege under seal, and all other relief that this Court deems just and proper.

Dated: February 3, 2005

Respectfully submitted,
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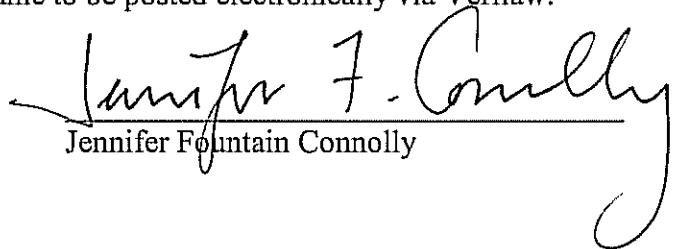
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CERTIFICATE OF SERVICE BY VERILAW

Docket No. MDL 1456

I, Jennifer Fountain Connolly, hereby certify that I am one of plaintiffs' attorneys and that, on February 3, 2005, I caused copies of Plaintiffs' Motion for Leave to File Under Seal to be served on all counsel of record by causing same to be posted electronically via Verilaw.


Jennifer Fountain Connolly

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Chief Mag. Judge Marianne B. Bowler

**[PROPOSED] ORDER GRANTING
PLAINTIFFS' MOTION FOR LEAVE TO FILE UNDER SEAL**

Having considered Plaintiffs' Motion for Leave to File Under Seal, it is hereby

ORDERED:

1. Plaintiffs may file their Memorandum in Support of their Motion to Compel and for Finding that Documents and Testimony Related to AstraZeneca's Pricing, Marketing, and Sales of its Products are not Protected by the Attorney-Client Privilege, under seal.

DATED: _____

Hon. Marianne B. Bowler
United States Magistrate Judge